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Attorneys for Defendant and Counter-Claimant
STEPHEN MANGELSEN

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

FLUKE ELECTRONICS
CORPORATION, a Washington
corporation,

Plaintiff,

vs.

STEPHEN MANGELSEN, a California
resident,

Defendant.

STEPHEN MANGELSEN, a California
resident,

Counter-Claimant,

vs.

CLIFTON WARREN, a California resident;
FLUKE ELECTRONICS
CORPORATION, a Delaware corporation;
inclusive,

Counter-Defendants.

NO. C0-8-01188 JW

ANSWER TO COMPLAINT

Defendant STEPHEN MANGELSEN answers the unverified Complaint of
FLUKE ELECTRONICS CORPORATION as follows:

1. Defendant denies each and every allegation on the basis of lack of personal
knowledge and lack of sufficient information.

1 knowledge and lack of sufficient information.

2 2. Admit that Defendant is an individual residing in Ben Lomond, California.
3 Deny that Defendant was a party to a shareholder settlement agreement with Fluke
4 Corporation entered into on September 14, 2007.

5 3. Each and every allegation is denied.

6 4. Each and every allegation is denied.

7 5. Admitted that assuming Plaintiff has established jurisdiction, which is expressly
8 denied, venue is proper as to this District.

9 6. Admit that Defendant resides in Santa Cruz County. Denied as to all other
10 allegations.

11 7. Defendant hereby incorporates by reference his denials and admissions of said
12 paragraphs herein.

13 8. Admitted.

14 9. Admitted.

15 10. Defendant denies each and every allegation on the basis of lack of personal
16 knowledge and lack of sufficient information.

17 11. Each and every allegation is denied.

18 12. Defendant denies each and every allegation on the basis of lack of personal
19 knowledge and lack of sufficient information.

20 13. Defendant denies each and every allegation on the basis of lack of personal
21 knowledge and lack of sufficient information.

22 14. Admitted that Defendant has received several demands in writing. Admit that
23 Defendant has refused to pay Plaintiff any amount. Denied that any amount is due and owing
24 under The Agreement.

25 15. Each and every allegation is denied.

26 16. Each and every allegation is denied.

27 17. Defendant denies each and every allegation on the basis of lack of personal
28 knowledge and lack of sufficient information.

1 18. Each and every allegation is denied.

2 19. Each and every allegation is denied.

3 20. Each and every allegation is denied.

4 21. Denied that Defendant breached the agreement. Denied that Fluke has incurred
5 any damages. Defendant denies each and every remaining allegation on the basis of lack of
6 personal knowledge and lack of sufficient information.

7 22. Defendant hereby incorporates by reference his denials and admissions of said
8 paragraphs herein.

9 23. Each and every allegation is denied.

10 24. Each and every allegation is denied.

11 **PLAINTIFF'S PRAYER FOR RELIEF**

12 Defendant denies that Plaintiff was damaged in the nature and amount alleged, if at all.

13 Defendant denies that Plaintiff is entitled to any of the relief requested.

14 Defendant alleges that Plaintiff takes nothing by its Complaint.

15 **AFFIRMATIVE DEFENSES**

16 For a first separate and distinct affirmative defense to Plaintiff's Complaint, Defendant
17 MANGELSEN alleges that Plaintiff has failed to state facts sufficient to constitute a cause of
18 action.

19 For a second separate and distinct affirmative defense to Plaintiff's Complaint,
20 Defendant MANGELSEN alleges that Plaintiff has unclean hands.

21 For a third separate and distinct affirmative defense to Plaintiff's Complaint, Defendant
22 MANGELSEN alleges that Plaintiff is estopped from bringing this action.

23 For a fourth separate and distinct affirmative defense to Plaintiff's Complaint,
24 Defendant MANGELSEN alleges that Plaintiff has failed to mitigate its damages, if any.

25 For a fifth separate and distinct affirmative defense to Plaintiff's Complaint, Defendant
26 MANGELSEN alleges that the claims are barred by the applicable statute of limitations.

27 For a sixth separate and distinct affirmative defense to Plaintiff's Complaint, Defendant
28 MANGELSEN alleges that Plaintiff failed to meet and perform all necessary covenants,

1 conditions and promises required by it to be performed in accordance with the terms and
2 conditions of the contract.

3 For a seventh separate and distinct affirmative defense to Plaintiff's Complaint,
4 Defendant MANGELSEN alleges that Plaintiff breached the alleged contract that is the subject
5 of this alleged Complaint.

6 For an eighth separate and distinct affirmative defense to Plaintiff's Complaint,
7 Defendant MANGELSEN alleges that he never agreed that he was indebted to Plaintiff for any
8 sum.

9 For a ninth separate and distinct affirmative defense to Plaintiff's Complaint, Defendant
10 MANGELSEN alleges that Plaintiff is barred from any recover against Defendant because
11 Plaintiff was not in contractual privity with Defendant.

12 **DEFENDANT'S PRAYER FOR RELIEF**

13 WHEREFORE, Defendant prays as follows:

14 1. That Plaintiff take nothing by its Complaint and that judgment be rendered in
15 favor of Defendant;

16 2. That Defendant be awarded his attorneys' fees and costs of suit incurred in
17 defense of this action; and

18 3. For other relief as the Court deems proper.

19 Dated: June 30, 2008

MORGAN, FRANCH, FREDKIN & MARSH

20
21 By 

22 DONN WASLIF

23 Attorneys for Defendant and Counter-Claimant,
24 STEPHEN MANGELSEN
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CERTIFICATE OF SERVICE BY MAIL

I, the undersigned, hereby certify that I am over the age of eighteen years and not a party to the within action. My business address is 99 Almaden Boulevard, Suite 1000, San Jose, California 95113-1606.

On the date indicated below, I served by mail a true copy of the following document:

ANSWER TO COMPLAINT

I am readily familiar with the practice of this business for collection and processing of documents for mailing with the United States Postal Service. Documents so collected and processed are placed for collection and deposit with the United States Postal Service that same day in the ordinary course of business. The above-referenced document(s) were placed in (a) sealed envelope(s) with postage thereon fully prepaid, addressed to each of the below listed parties and such envelope(s) was (were) placed for collection and deposit with the United

1 States Postal Service on the date listed below at San Jose, California.

2 **Attorneys for Plaintiff, FLUKE ELECTRONICS CORPORATION**

3 Bryan M. Barber
4 BARBER LAW GROUP
5 101 California Street, Suite 810
6 San Francisco, CA 94111-5802

7 415-273-2930 P
8 415-273-2940 F
9 bbarber@barberlg.com

10 Executed on **July 8, 2008**, at San Jose, California. I declare that I am employed in the
11 office of a member of the bar of this court at whose direction the service was made.

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13 **DONNA OLSON**
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